

Illinois Central Gulf Railroad

an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

6-454-370
W. H. Sanders
Corporate Counsel

September 28, 1976

Hon. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Oswald:

I enclose for recording with the Commission executed counterparts of a Statement of New Numbers dated as of January 1, 1976 which constitutes an amendment to Illinois Central Railroad Equipment Trust Agreement Series 63, dated as of November 1, 1971. The fee for recordation is likewise enclosed.

The Equipment Trust Agreement to which the enclosed is an amendment was recorded with the Commission on November 15, 1971, Recordation No. 6397.

The names and addresses of the parties to the transaction are:

Trustee: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
(successor in interest to
Illinois Central Railroad Company)
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by this Statement of New Numbers is the same as that described and set out in The Equipment Trust Agreement referred to above and supplements thereto, the amendment now submitted constituting merely a renumbering of that same equipment.

Upon completion of the recording please return to the bearer of this letter the counterparts not needed for your files.

Very truly yours,

W. H. Sanders
W. H. Sanders
Corporate Counsel

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I.C.G.
OPERATION BR.

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STATEMENT OF NEW NUMBERS

Dated as of
January 1, 1976

under

ILLINOIS CENTRAL

RAILROAD

EQUIPMENT TRUST AGREEMENT, SERIES 63

Dated as of
November 1, 1971

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of January 1,
1976 between MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, a New York corporation, as Trustee
(hereinafter called the Trustee) and ILLINOIS
CENTRAL GULF RAILROAD COMPANY, successor in
interest to ILLINOIS CENTRAL RAILROAD COMPANY, a
Delaware corporation (hereinafter called the
Railroad).

WHEREAS, there is in existence between the Trustee
and the Railroad a certain Equipment Trust Agreement dated
as of November 1, 1971 and designated as Illinois
Central Railroad Equipment Trust Agreement, Series 63
(hereinafter called the Trust Agreement), pursuant to which
the Railroad has agreed to cause to be transferred to the
Trustee the railroad equipment (hereinafter called the
Trust Equipment) described in Schedule A thereto, and the
Trustee has agreed to lease the Trust Equipment to the
Railroad until title to such Trust Equipment is transferred
by the Trustee to the Railroad under the provisions thereof;
and

WHEREAS, the Trust Agreement was recorded with the
Interstate Commerce Commission in accordance with Section 20c

of the Interstate Commerce Act on November 15, 1971 and was assigned Recordation Number 6397 ; and .

WHEREAS, the Railroad now desires to renumber certain units of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by substituting therein, in the place of the identifying numbers listed in the attached Exhibit A under the column "Original Numbers", the identifying numbers listed in said attached Exhibit under the column "New Numbers".

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

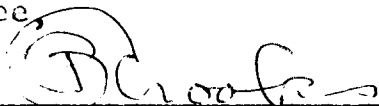
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall

be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of January 1, 1976 the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgment hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee

By



Trust Officer
P. J. Crooks

ATTEST:



Assistant Secretary
Faith A. Gausman

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By



Treasurer

ATTEST:



Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 16th day of JULY 1976.

before me personally appeared J. E. Goodrich,
to me personally known, who being by me duly sworn, says
that he is Treasurer of ILLINOIS CENTRAL GULF RAILROAD
COMPANY, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors
and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Daniel P. Higgins
Notary Public

My Commission Expires SEP 22 1977

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 11th day of August 1974, before me personally appeared **E. L. Crooks** to me personally known, who being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Frank Solberg
Notary Public

NOTARY PUBLIC
STATE OF NEW YORK
My Comm. Expires 12/31/75
My Office is at 100 N. 17th St., New York, N.Y. 10011

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
Dated as of January 1, 1976
under
ILLINOIS CENTRAL RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 63
Dated as of November 1, 1971

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
50-Ton Steel Caboose Cars	30	9350	199350
		9357	199357
		9358	199358
		9363	199363
		9367	199367
		9368	199368
		9382	199382
		9388	199388
		9401	199401
		9402	199402
		9408	199408
		9409	199409
		9410	199410
		9411	199411
		9412	199412
		9413	199413
		9416	199416
		9418	199418
		9424	199424
		9428	199428
		9431	199431
		9433	199433
		9435	199435
		9436	199436
		9438	199438
		9443	199443

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
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under
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EQUIPMENT TRUST AGREEMENT, SERIES 63
Dated as of November 1, 1971

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
50-Ton Steel Caboose Cars (Cont)		9444	199444
		9446	199446
		9447	199447
		9449	199449